CONCORDIA UNIVERSITY

MINUTES OF THE OPEN SESSION OF THE MEETING OF THE BOARD OF GOVERNORS

Held on Wednesday, 21 September 1994, immediately following the Closed Session, in Room GM 407-1, SGW Campus

Attendance

Present: Mr. Reginald K. Groome, Chairman, Dr. Tannis Arbuckle-Maag, Dr. Charles Bertrand, Interim Rector and Vice-Chancellor, Mr. Brian Aune, Dr. Michael Brian, Mr. Alex Carpini, Mr. Jonathan Carruthers, Mr. Dominic D'Alessandro, Ms. Marianne Donaldson, Dr. Leonard Ellen, Me Pierre Frégeau, Ms. Marika Giles, Mr. Leo Goldfarb, Prof. Gerald Gross, Mr. Ajay Gupta, Dr. Henry Habib, Mr. Peter Howlett, Mr. Paul Ivanier, Mr. Frank Knowles, Mr. Daniel Leibu, Sister E. McIlwaine Ph.D., Vice-Chairwoman, Mr. Donald W. McNaughton, Mr. Eric Molson, Chancellor, Ms. Susan O'Connell, Dr. Peter Pitsiladis, Mr. Jean-François Plamondon, Mrs. Miriam Roland, Mr. Claude I. Taylor, Vice-Chairman, Ms. Lillian Vineberg, Ms. Susan Woods

Officers of the University: Me Bérengère Gaudet, Dr. Robert Parker, Dr. Harald Proppe

Absent: Me André Gervais, Mr. Ronald Lawless, Me George Lengvari, Mr. Jacques Ménard, Mr. Brian Neysmith, Mr. Richard Renaud, Mr. Humberto Santos, Mr. Brian Steck, Mr. William W. Stinson

DOCUMENTS CONSIDERED AND ATTACHED TO THESE MINUTES

BG-94-8-D55 Nomination of Dr. M.O.M. Osman to the Advisory Search Committee for a Dean of the Faculty of Engineering and Computer Science
BG-94-8-D56 Nomination of Dr. Hormoz Poorooshasb to the Advisory Search Committee for a Dean of the Faculty of Engineering and Computer Science
BG-94-8-D57 Supporting documents nominating members for election to Proposed membership of the Advisory Search Committee for a Vice-Rector, Institutional Relations and Finance
BG-94-8-D58 Proposed membership of the Standing Committees of the Board
BG-94-8-D59 Letter of nomination, from the Secretary of Senate, of three Senate members to the Graduation Ceremonies Committee
BG-94-8-D60 Supporting documents nominating members to the Supervisory Board
BG-94-8-D61 Resolution of the Executive Committee of the Board concerning a credit facilities agreement with the Bank of Montréal

1. Call to Order

The Open Session was called to order at 8:31 a.m.

1.1 Chairman's remarks

The Chairman noted that Mr. Jacques Ménard, appointed to the Board in June 1994, had recently been promoted to the position of Vice-Chairman of Nesbitt Burns.

1.2 Approval of the Agenda

The Agenda was approved as submitted.

1.3 Approval of the Minutes of the Open Session of the previous meeting (22 June 1994)
Upon motion duly moved and seconded (Gross, McNaughton), it was unanimously RESOLVED:

R94-88 THAT the Minutes of the Open Session of the previous meeting, held on 22 June 1994, be approved.

2. Business arising from the Minutes

2.1 Progress report on the Organizational Reviews being conducted by Canada Consulting

The Interim Vice-Rector, Institutional Relations and Finance, Dr. Harald Proppe, reported on the recent completion of the first phase of the organizational reviews. Canada Consulting had deposited its report with the Steering Committee and the relevant sections were provided for study by the departments discussed therein.

The time frame having already been extended, it was now hoped that departmental responses would have been received by the Steering Committee latest on 28 November 1994, Dr. Proppe said. The extension had been offered to ensure that every staff member would have an opportunity to respond to the consultants' recommendations. The Steering Committee, after consideration of feedback received, would submit its own recommendations to the Office of the Rector for decision. Dr. Proppe explained that while structural changes motivated by the review would be phased in over a five-year period, they could be initiated in the very near future.

2.3 Election of two members to the Advisory Search Committee for a Dean of the Faculty of Engineering and Computer Science

Upon motion duly moved and seconded (Pitsiladis, Goldfarb), it was unanimously RESOLVED:

R94-89 WHEREAS by Resolution R94-71 adopted on 22 June 1994, the Board of Governors elected nine of the eleven members of the Advisory Search Committee for a Dean of the Faculty of Engineering and Computer Science, AND

WHEREAS the two remaining members were to be nominated at a later date and subsequently ratified by the Board;

BE IT RESOLVED

THAT Dr. M.O.M. Osman and Dr. Hormoz Poorooshasb, both representing the teaching staff of the Faculty of Engineering and Computer Science, be ratified as members of the Advisory Search Committee for a Dean of the Faculty of Engineering and Computer Science.

3. Election of the membership of the Advisory Search Committee for a Vice-Rector, Institutional Relations and Finance

Mr. Groome said the Advisory Search Committee for a Vice-Rector, Institutional Relations and Finance, would be asked to consider and develop the recommendation of the Executive Committee that a chief financial officer (CFO) be appointed to assume responsibility for finance. This would entail withdrawing finance from the present portfolio of the Vice-Rector, Institutional Relations and Finance, and developing a candidate profile consistent with the new job description. In answer to a question, the Chairman said the Executive Committee envisaged that the CFO would be hired by administrative appointment, thus the Search Committee would not be asked to participate in the selection of a candidate for the position.

Mr. Groome pointed out that one position on the Committee remained vacant, as the Faculty of Commerce and Administration had yet to nominate a representative.

Upon motion duly moved and seconded (McNaughton, Leibu), it was unanimously RESOLVED:

R94-90 WHEREAS, in accordance with the Rules and Procedures for Advisory Search Committees approved by the Board on 16 March 1994, the composition of the Advisory Search Committee for the position of Vice-Rector, Institutional Relations and Finance, was established on 22 June 1994;

BE IT RESOLVED

THAT the following persons be elected as members of the Advisory Search Committee for the position of Vice-Rector, Institutional Relations and Finance:

Dr. Charles L. Bertrand, as Chair;

Mr. Frank Knowles and Me George Lengvari, representing the community-at-large, both recommended by the Executive Committee of the Board;

Dr. Enn Raudsepp (representing the Faculty of Arts and Science), Dr. V.N. Latinovic (representing the Faculty of Engineering and Computer Science), and Prof. Donald Andrus (representing the Faculty of Fine Arts), each elected by the faculty at large of their Faculty;

Dr. Gail Valaskakis, Dean of the Faculty of Arts and Science, representing the senior management, recommended by the Executive Committee of the Board;

Mr. Keith Lowther, representing the graduate students, nominated by the Graduate Students' Association, and Mr. Ajay Gupta, representing the undergraduate students, nominated by the Concordia Students Union;

Ms. Milushka Icaza (Internal Audit Department), representing the administrative and support staff from a unit reporting to the Vice-Rector, Institutional Relations and Finance, nominated in conformity with the Electoral College policy; and

THAT, once the Advisory Search Committee has begun its work, the Chair of the Committee report progress to the Board every month; and

THAT the Chairman of the Board be authorized to appoint a replacement for any member who may have resigned, such appointment to be made in consultation with the constituency of the Committee member who has resigned.

4. Election of the membership of the Standing Committees of the Board for the year 1994-1995

A representative of the student body noted the omission of a student member on the Review Committee and recommended the addition of Mr. Jonathan Carruthers. There was no objection.

A Governor asked whether Me André Gervais had asked to be relieved of his duties on the Nominating Committee. Mr. Groome answered that the proposed membership of the Committees had been determined jointly by the Committee Chairs and the Chairman of the Board.
Upon motion duly moved and seconded (Taylor, Aune), it was unanimously RESOLVED:

R94-91 THAT the membership of the Standing Committees of the Board for 1994-95 be approved as outlined in Document BG-94-8-D58, with the addition of Mr. Jonathan Carruthers as a member of the Review Committee.

5. Election of three Senate representatives to the Graduation Ceremonies Committee

Upon motion duly moved and seconded (Bertrand, Gupta), it was unanimously RESOLVED:

R94-92 THAT, on the recommendation of Senate, Prof. Mark Corwin, Prof. Bill Byers and Dr. Martin Kusy, be elected to the Graduation Ceremonies Committee for a one-year term ending in September 1995.

6. Progress reports of the Advisory Search Committees

Each of the Committee Chairs, or a delegate, reported on the progress of the following Committees. In the cases of the search for a Rector, and the search for a Vice-Rector, Academic, it was reported that the services of executive search consultant Mr. Joe Beaupré had been engaged to assist the Committees. Reports from the Advisory Search Committees for two academic Deans indicated that they were being assisted by Mr. Guy Lemelin. Each of the Committees had invited its consultant to present a work plan. Similarly, every Committee reported having devoted considerable attention to developing methods based on the new Rules and Procedures for Advisory Search Committees which were adopted by the Board in March 1994.

In every instance, the Committees had prepared and approved the publication of advertisements to appear in Concordia's Thursday Report, University Affairs, the CAUT Bulletin, La Presse, The Gazette and The Globe and Mail.

6.1 Advisory Search Committee for a Rector and Vice-Chancellor

Mr. Groome reported that the Advisory Search Committee for a Rector and Vice-Chancellor had met on 11 July and 7 September 1994. He said the Committee had started a preliminary review of the applications and nominations received, and four meetings were scheduled for October and early November.

6.2 Advisory Search Committee for a Vice-Rector, Academic

Sister Eileen McIlwaine reported that the Advisory Search Committee for a Vice-Rector, Academic, had met on 5 July and 19 September 1994. She noted that the consultant had presented a progress report on applications and nominations received to date.

6.3 Advisory Search Committee for a Dean of the Faculty of Commerce and Administration

On behalf of Committee Chairman Humberto Santos, Committee member Marianne Donaldson reported that the Advisory Search Committee for a Dean of the Faculty of Commerce and Administration had met on 15 June and 23 August 1994. She added that, in addition to its publication in the newspapers (named above), the advertisement was posted at appropriate placement centres and via personal letter to the Deans of PhD-granting business schools in North America and abroad. Ms. Donaldson said several meetings had been scheduled in advance, with the aim of submitting a recommendation to the Board of Governors in December 1994.

6.4 Advisory Search Committee for a Dean of the Faculty of Engineering and Computer Science

Mr. Leo Goldfarb, Chairman of the Advisory Search Committee for a Dean of the Faculty of Engineering and Computer Science, reported that the Committee had met on 11 August and 8 September 1994. At the meeting held on 8 September, Dean Donat Taddeo was invited to share his ideas about the needs of the Faculty. The search consultant had undertaken to contact the Deans of Engineering Faculties. Mr. Goldfarb said that, as the position would become vacant only on 1 June 1994, the Committee had set 15 December 1994 as the application deadline.

7. Progress report on the implementation of the Action Plan adopted on 7 June 1994

On behalf of the Executive Committee, Mr. Groome reported that the components of the Action Plan undertaken by the Board had been completed.

On behalf of the senior administration, Dr. Bertrand reported that the Office of the Rector had met most of its commitments under the plan. He informed the Board that NSERC and FCAR had decided to release the major portion of the research funds previously frozen; how that decision would be publicized had yet to be determined. In answer to a question, Dr. Bertrand indicated it was possible the University would be obliged to refund an amount to FCAR. Mr. Groome praised the efforts and achievements of those members of the administration who were active in satisfying the exacting conditions set out by the granting agencies.

The Board was told that a three-member Advisory Committee to assist the Vice-Rector, Academic, in managing the issues confronting the Faculty of Engineering and Computer

Science would likely be appointed in October. Dr. Bertrand said the University community would be informed of the Committee's membership as soon as possible.

8. Election or re-election of members of the Supervisory Board (Code of Conduct, Non-Academic)

Upon motion duly moved and seconded (Leibu, Giles), it was unanimously RESOLVED:

R94-93 THAT, as specified in Article 79 of the Code of Conduct (Non-Academic), the Board of Governors appoint the following individuals as members of the Supervisory Board, for a two-year term beginning 1 October 1994:

The Chair, to be designated by the Rector;

Dr. Robert Oppenheimer, a faculty member, nominated by the Concordia University Faculty Association;

Mr. David Gobby and Ms. Barbara Rousse, both renewed as representatives of the administrative and support staff; and

Ms. Lana Grimes, nominated by the Concordia Student Union.

9. Ratification of a resolution adopted by the Executive Committee of the Board to authorize credit facilities in the amount of $57.4 million extended by the Bank of Montreal

The Chairman of the Audit Committee moved ratification of an Executive Committee resolution, with revision, in paragraph four, of the time frame from one hundred and twenty to one hundred and fifty-three days.

Upon motion duly moved and seconded (Knowles, Ellen), it was unanimously RESOLVED:

R94-94 THAT the resolution of the Executive Committee, dated 11 July 1994, approving a credit facilities agreement with the Bank of Montréal and signing authority therefor, as set out in Document BG-94-8-D61 as revised, be ratified.

10. Reports on Concordia's compliance with certain legal obligations

10.1 Report on compliance with fiscal requirements

The Interim Vice-Rector, Institutional Relations and Finance, Dr. Proppe, reported that, upon review, he had concluded that appropriate procedures were being applied and that the University had complied with its statutory obligations: (i) in the area of employee and employer remittances under federal and provincial tax legislation, for the period from 1 February 1994 to 31 August 1994, inclusive; and (ii) as regards the federal Goods and Services Tax and the Québec Sales Tax, for the period from 1 January to 31 July 1994.

10.2 Report on compliance with environmental legislation and health and safety requirements

The Vice-Rector, Services, Dr. Bertrand, reported that, in conformity with principles of due diligence, he was informing the Governors about actions taken to date, to comply with

CSST regulations, the Québec Civil Code and environmental legislation. He said the Environment Ministry had set January 1996 as the deadline for the removal of underground storage tanks, and soil contaminated by leakage from them, located behind the Refectory on the Loyola Campus.

Dr. Bertrand reported that the CSST was satisfied with Concordia's progress in upgrading security. Air quality in the Fine Arts building did not meet CSST standards, however, and would cost approximately $1 million to upgrade sufficiently. Funding requests had been submitted to the Education Ministry, he said.

He explained that following review of the revised Civil Code, it was concluded that the new Code did not necessitate any change in the University's practices regarding the use of external contractors on Concordia's premises.

A Board member said he had learned of research labs lacking in basic safety and hygiene facilities; he was requested to direct an enquiry to the Faculty Dean.

11. Reports of Standing Committees

11.1 Benefits and Pension Committees

In the absence of both the Chair and Vice-Chair of these Committees, Dr. Proppe reported on meetings held on 14 September 1994.

Dr. Proppe said the Pension Committee heard the quarterly reports of the Fund managers; the results were satisfactory, although 1994 results had generally been disappointing when compared with those of previous years.
The Benefits Committee also met; there was nothing to report at the present time.

11.2 Collective Bargaining Committee

Chair of the Collective Bargaining Committee Marianne Donaldson reported on the business of the Committee's meeting held on 8 July 1994. At that meeting, it was confirmed that the University had reached an agreement with the Concordia University Support Staff Union (CUSSU), with a large majority of CUSSU members voting in favour.

12. Report of the Interim Rector

There were two items on which Dr. Bertrand reported.

It appeared that aggregate enrolments had increased over September 1993. Although overall undergraduate enrolments had fallen by one hundred and fifty, first year admissions had increased by one hundred and twenty; total graduate enrolments were expected to increase by two hundred to three hundred students; and, significantly, the Faculty of Engineering and Computer Science showed higher enrolments.

Dr. Bertrand informed the Board about two open meetings he had held with Concordia staff; he felt these were very positive occasions and wished to continue the tradition.

13. Reports of the Vice-Rectors

13.1 A Governor referred to recent publicity which suggested that certain of Concordia's undergraduate degrees were not accorded full status in terms of remuneration in the job market; affected programmes included majors in Psychology and Applied Social Science. Dr. Parker responded that the University had entered into discussions with the relevant union. He was confident that the question would be decided in our favour; a decision would be rendered on 30 September 1994.

The Interim Vice-Rector, Academic, Dr. Parker, spoke of the problems created by past-calendar entries which stated that the University's Industrial Engineering programme was accredited by the Canadian Engineering Accreditation Board (CEAB), when in fact it was not. The Faculty of Engineering and Computer Science was exploring ways to assist students disadvantaged by the misleading entry. Dr. Parker explained that Concordia was committed to earning accreditation for the programme, but the unit had lost two key faculty members in August 1992. He added that two consultants had been engaged to help the Faculty prepare the programme to reapply for accreditation when a CEAB team next visits the Faculty, in 1995.

Dr. Parker added that he was pleased to report that Concordia's Ph.D. programmes in Biology and Mathematics, and the M.A. (Aerospace), had been approved.

At 9:30 a.m., Mr. Groome left the meeting and Sister McIlwaine assumed the Chair. She requested of Dr. Parker that the Board be kept informed of developments in the Industrial Engineering situation.

13.2 In his capacity as Vice-Rector, Services, Dr. Bertrand said he had nothing to report.

13.3 The Interim Vice-Rector, Institutional Relations and Finance, Dr. Proppe reminded the Board that the Operating Budget adopted in June was provisional and required adjustment to accommodate a loss of $0.8 million in grant revenues. The Budget Committee would likely propose a supplementary budget to the Board in October, he said. It was expected that recommendations for fine-tuning of the budget approval process, adopted in principle in June 1994, would also be brought forward at that time.

14. Correspondence

There was a request that more information be provided to the list of correspondence received by the Chairman in recent months, which had been provided to Board members. The Secretary-General agreed to consult Mr. Groome about issuing a modified list.

16. Date of next meeting

The next regular meeting of the Board will be held on Wednesday, 19 October 1994, at 8:00 a.m., on the SGW Campus

17. Adjournment

There being no other business, the meeting of the Open Session adjourned at 9:40 a.m.

Me Bérengère Gaudet
Secretary of the Board of Governors